



U.S. ECONOMIC ASSISTANCE PROGRAM IN EGYPT

USAID Assistance Agreement No. 263-K-644

FIFTH AMENDMENT

TO

ASSISTANCE AGREEMENT

BETWEEN

THE ARAB REPUBLIC OF EGYPT

AND THE

UNITED STATES OF AMERICA

FOR

DEVELOPMENT SUPPORT PROGRAM II

Dated: 29 SEP 2009

"Certified to be a true copy of the original document signed on behalf of the Government of U.S. by Ms. Hilda Arellano, USAID Director, and on behalf of the Government of Egypt by Ms. Fayza Aboulnaga, Minister of International Cooperation."

FUND'S RESERVED / OBLIGATED	
SO#:	A16
Activity #:	A066
Amount:	\$116,100,000.00
EOC#:	4100700 BY ES-263-X/2009
Org. Svc. No.:	06/30/2010
By: Hilda Phoenix	Date: 9/29/09

Latanya Mapp-Frett, Program Office Director

Fifth Amendment, dated 29 SEP 2009 to the Assistance
Agreement, between the Arab Republic of Egypt ("A.R.E." or "Grantee") and the
United States of America, acting through the United States Agency for
International Development ("USAID")(collectively, the "Parties"), for the
Development Support Program II, as last amended on October 23, 2008.

SECTION 1. The Agreement is hereby amended as follows:

A. Article 3, Section 3.1 is amended by deleting "Nine Hundred Fifty-Two
Million One Hundred Thousand United States ("U.S.") Dollars (\$952,100,000)"
and substituting "One Billion Sixty Eight Million Two Hundred Thousand United
States ("U.S.") Dollars (\$1,068,200,000)" therefor.

B. Article 5, Section 5.3 is amended by deleting "September 30, 2009" and
substituting "June 30, 2010" therefor.

C. Article 6, Section 6.1(a) is amended by deleting "(a) to procure
commodities and related services of U.S. source and origin, as defined by USAID;
and" and substituting "(a) to procure commodities and related services of U.S.
origin, as defined by USAID; and" therefor.

D. The Illustrative Financial Plan set forth in Annex I (Amplified Description) to the Assistance Agreement is amended and restated in its entirety, attached hereto.

SECTION 2. Language of Amendment. This Fifth Amendment is prepared in both English and Arabic. In the event of ambiguity or conflict between the two versions, the English language version will prevail.

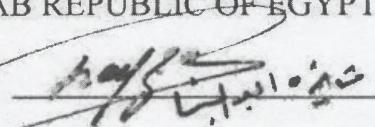
SECTION 3. Entire Agreement. Except as specifically amended or modified herein, the Assistance Agreement as amended shall remain in full force and effect in accordance with all of its terms.

SECTION 4. Effectiveness. This Fifth Amendment shall enter into force when signed by both Parties hereto.

SECTION 5. Ratification. The A.R.E. will take all necessary action to complete all legal procedures necessary for ratification of this Fifth Amendment and will notify USAID as promptly as possible of the fact of such ratification.

IN WITNESS WHEREOF, the A.R.E. and the USAID, each acting through its respective duly authorized representative, have caused this Amendment to be signed in their names and delivered as of the day and year first above written.

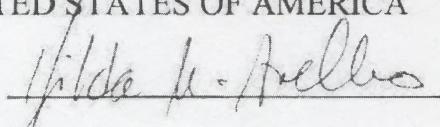
ARAB REPUBLIC OF EGYPT

BY: 

NAME: Fayza Aboulnaga

TITLE: Minister of International
Cooperation

UNITED STATES OF AMERICA

BY: 

NAME: Hilda M. Arellano

TITLE: Mission Director
USAID/Egypt

Development Support Program
(DSP II)
USAID GRANT NO.263-K-0644

ILLUSTRATIVE FINANCIAL PLAN (\$000)

Element	Previous Obligations	This Obligation	Total Obligations	Anticipated Future Obligations	Planned Total Funding
Cash Transfer	952,100	116,100	1,068,200	181,800	1,250,000